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SURFACE TRANSPORTATION BOARD

November 9, 2009

Anne K. Quinlan, Esq.
Acting Secretary
Surface Transportation Board
395 E Street S.W.
Washington, D.C. 20423-0001

RE: Revocation of Trust and Transfer of Trust Estate dated as of September 16, 2003 among Manufacturers Hanover Leasing International Corp. (successor to J. P. Morgan Interfunding Corp. ("MHLIC")), The Connell Company (successor to Connell Rice & Sugar Co., Inc. (Connell Leasing Division), successor to Connell Leasing, Inc.) ("Connell"; and together with MHLIC, the "Owerners") and The Bank of New York (successor to State Street Bank and Trust Company) ("Trustee") ("Revocation of Trust")

Dear Acting Secretary Quinlan:

Attached for recordation pursuant to the provision of 49 U.S.C. Section 11301(a) is a copy of the original Revocation of Trust, a secondary document as defined in the Board's Rules for Recordation of Documents.

The attached document relates to the Trust Agreement and related documents previously filed with the Board under Recordation Numbers 9445, 9445-A, 9445-B and 9445-C.

The names and addresses of the parties to the attached document are:

Owner: The Connell Company
200 Connell Drive
Berkeley Heights, NJ 07922

Trustee: The Bank of New York
48 Wall Street
New York, NY 10286

A description of the railroad equipment covered by the enclosed document is:

22 GE C30-7 Locomotives: BN 5545-5566 (inclusive and
49 EMD SD40-2 Locomotives: BN 7063-7074, BN 7832-7868 (inclusive).

A short summary of the document to appear in the index is:

Revocation of Trust and Transfer of Trust Estate

The recordation filing fee of \$41.00 is on account.

Yours truly,



Sharon L. Van Fossan
Supervisor Contract Administration

/svf
Attachment

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78-8P

SURFACE TRANSPORTATION BOARD

REVOCATION OF TRUST AND TRANSFER OF TRUST ESTATE
(78-8P)

THIS REVOCATION OF TRUST AND TRANSFER OF TRUST ESTATE dated as of September 16, 2003 (this "Agreement") is entered into among MANUFACTURERS HANOVER LEASING INTERNATIONAL CORP. (successor-in-interest to J. P. Morgan Interfunding Corp.; hereinafter "MHLIC"), THE CONNELL COMPANY (as successor-in-interest to Connell Rice & Sugar Co., Inc. (Connell Leasing Division), the successor to Connell Leasing, Inc.) ("Connell"; and together with MHLIC, the "Owners") and THE BANK OF NEW YORK (as successor to State Street Bank and Trust Company), as trustee ("Trustee").

RECITALS

WHEREAS, Owners and Trustee are parties to that certain Trust Agreement dated January 27, 1978 (as amended and restated by that certain Amendment No. 1 to Trust Agreement, dated as of May 1, 1978) (the "Trust Agreement"), entered into in connection with that certain Lease of Railroad Equipment of even date therewith (as amended by that certain Amendment No. 1 dated as of July 1, 1979 and that certain Amendment and Extension to Lease of Railroad Equipment between such parties, dated as of July 8, 1994, the "Lease"), between Trustee, as lessor thereunder, and Burlington Northern, Inc. (now known as The Burlington Northern and Santa Fe Railway Company; *BNSF*), as lessee thereunder, that covered forty-nine (49) General Motors Corporation SD40-2 locomotives (the *SD40 Locomotives*) and, after one casualty, twenty-one (21) General Electric Company C30-7 locomotives (the *C30-7 Locomotives*), for a total of 70 locomotives;

WHEREAS, on July 3, 2001, Connell bought all right, title and interest of MHLIC in the SD40 Locomotives and, with respect to the SD40 Locomotives, in (a) the trust created by the Trust Agreement (the *Trust*), (b) the Trust Documents, and (c) the Lease;

WHEREAS, after Connell's purchase referred to in the immediately previous WHEREAS clause, Connell was the sole beneficial owner of all of the SD40 Locomotives in the Trust;

WHEREAS, Connell and MHLIC apportioned the C30 Locomotives between themselves and each has sold all of its own apportionment;

WHEREAS, Connell caused Trustee to enter into a renewal of the Lease, effective January 4, 2002, but only as to the SD40 Locomotives;

WHEREAS, as of this date, no C30 Locomotives exist in the Trust and the only equipment that exist in the Trust are the SD40 Locomotives, all of which are 100% beneficially owned by Connell;

WHEREAS, all monies and obligations owing to Bank of New York, as successor-in-interest to Mercantile-Safe Deposit and Trust Company (as Assignee) in connection with the Trust Estate have been satisfied in full; and

WHEREAS, Owners desire to exercise their rights under the Trust Agreement to revoke the Trust;

NOW, THEREFORE, in consideration of the mutual premises and for other good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, the parties hereto agree as follows:

1. **Definitions.** Capitalized terms not otherwise defined herein shall have the meanings set forth in the Trust Agreement.

2. **Revocation of Trust.** Owners hereby instruct and declare that, pursuant to Section 9.02 of the Trust Agreement, as of the date first stated above (the "Revocation Date"), Owners revoke the Trust and vest in Connell, title to the Equipment, moneys and any and all other property, proceeds and rights comprising the Trust Estate.

3. **Discharge of Obligations and Assumption thereof.** Pursuant to Section 9.02 of the Trust Agreement, as of the Revocation Date, Owners discharge the obligations of the Trustee on a going-forward basis to the extent of the Trust Estate under the Trust Agreement and the Trust Documents and assume such obligations, to the extent of their respective interests in the Trust Estate (subject to the limitations on such obligations in the Trust Agreement and the Trust Documents).

4. **Transfer to Owners.** As of the Revocation Date, Trustee does grant, bargain, sell, transfer, convey, assign and deliver to Connell and Connell's successors and assigns, the Equipment, moneys and any and all other property, proceeds and rights comprising the Trust Estate. Accordingly, pursuant to Section 9.02, and as of the Revocation Date, the Trust is hereby terminated.

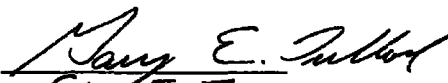
IN WITNESS WHEREOF, the parties hereto, each pursuant to due corporate authority, have caused this instrument to be executed in their respective corporate names by duly authorized officers, as of the date first above written.

**MANUFACTURERS HANOVER LEASING
INTERNATIONAL CORP., as Owner**

Attest:



By:


Name: GARY E. TULLER
Title: VICE PRESIDENT

THE CONNELL COMPANY, as Owner

Attest:

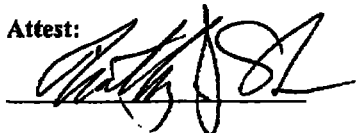


By:



Name: SHANE CONNELL
Title: EXECUTIVE VICE PRESIDENT

**THE BANK OF NEW YORK, not in its individual
capacity, but solely as Trustee**

Attest:



By:

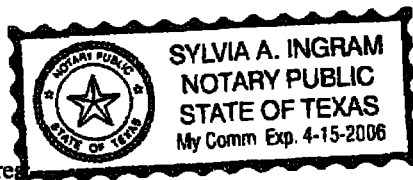

Name: _____
Title: _____
MARGARET M. CIESMELEWSKI
VICE PRESIDENT

STATE OF TEXAS)
) SS.:
COUNTY OF HARRIS)

On this 29th day of September, 2003 before me personally appeared GARY E TULLOCH, to me personally known, who being by me duly sworn, says that he/she is VICE PRESIDENT of MANUFACTURERS HANOVER LEASING INTERNATIONAL CORP., a DELAWARE corporation, and that said instrument was signed on behalf of said corporation by authority of its Board of Directors and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Notarial Seal]

My Commission Expires:



Sylvia A. Ingram
Notary Public

.....
STATE OF NEW JERSEY)
) SS.:
COUNTY OF UNION)

On this 2nd day of October ~~September~~, 2003 before me personally appeared Shane Connell, to me personally known, who being by me duly sworn, says that he/she is Executive Vice President of THE CONNELL COMPANY, a New Jersey corporation, and that said instrument was signed on behalf of said corporation by authority of its Board of Directors and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Notarial Seal]

My Commission Expires:

CHRISTOPHER O. JEGEDE
NOTARY PUBLIC OF NEW JERSEY
REGISTERED IN UNION COUNTY
MY COMMISSION EXPIRES JUNE 19, 2008

[Signature]
Notary Public

.....
STATE OF NEW YORK)
) SS.:
COUNTY OF NEW YORK)

On this 8th day of October ~~September~~, 2003, before me personally appeared Margaret Giesynski, to me personally known, who being by me duly sworn, says that he/she is Vice President of THE BANK OF NEW YORK a New York banking corporation, and that said instrument was signed on behalf of said corporation by authority of its Board of Directors and he/she acknowledged that the extension of the foregoing instrument was the free act deed of said corporation.

[Notarial Seal]

My Commission Expires:

[Signature]
Notary Public

WILLIAM J. CASSELS
Notary Public, State of New York
No. 01CA5027729
Qualified in Bronx County
Commission Expires May 18, 2006